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Friday, 11 May 2001

Department of State
Division of Corporations
Post Office Box 6327
Tallahassee, Florida 32314

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-05/14/01--01068--013
*****87.50 *****87.50

Re: Articles of Incorporation for Lolyn, Inc.

Gentlemen:

Enclosed please find Articles of Incorporation for Lolyn, Inc., a new Florida corporation. Please file same and return to this office one certified copy and a Certificate of Status. Enclosed is a check for \$87.50 in payment of all costs.

Thank you for your prompt attention herein.

Sincerely,
MELLOR & GRISSINGER

Jane A. Guth
Jane A. Guth
Secretary for
Cord C. Mellor

FILED
01 MAY 14 AM 8:19
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

/jag
Encls.
File No. 010280

JS/21

ARTICLES OF INCORPORATION
OF
LOLYN, INC.

FILED
01 MAY 14 AM 8:19
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

THE UNDERSIGNED, for the purpose of forming a Corporation under the Florida Business Corporation Act, hereby adopts the following Articles of Incorporation:

ARTICLE I

Name

The name of the corporation is Lolyn, Inc.

ARTICLE II

Duration

The period of existence of the corporation is perpetual.

ARTICLE III

Effective Date

This articles of incorporation shall become effective and the Corporation shall commence its existence as of the date and time of filing with the Secretary of State.

ARTICLE IV

Purpose

The Corporation may transact any and all lawful business for which Corporations may be incorporated under the Florida Business Corporation Act.

ARTICLE V

Principal Office and Mailing Address

The principal place of business of the corporation is at 1846 Marbeth Street, Sarasota, Florida 34231. The mailing address of the corporation is 1846 Marbeth Street, Sarasota, Florida 34231.

ARTICLE VI

Registered Office and Registered Agent

The initial registered office is at 13801 South Tamiami Trail, Suite D, North Port, Florida 34287. The name of the initial registered agent at that address is M. Marie Wilson.

ARTICLE VII

Authorized Capital

The corporation is authorized to issue One Thousand (1,000) shares of common stock having par value of \$0.10 a share.

ARTICLE VIII

Preemptive Rights Granted

Each shareholder of stock of this Corporation shall be entitled to full preemptive rights to purchase any unissued or treasury shares of the Corporation and any securities of the Corporation convertible into or carrying a right to subscribe to or acquire shares of any unissued or treasury shares. Each shareholder shall have preemptive rights only in that portion of shares being issued or sold equal to the proportion that the number of shares then held by the shareholder bears to the total number of shares of the same class then outstanding. The shareholders of the Corporation shall have no preemptive rights to subscribe to any issues or additional issues of shares except shares issued for cash, as opposed to shares issued for labor performed, services rendered or property transferred to the Corporation.

ARTICLE IX

Initial Officers/Directors

The names and addresses of the officers and directors are as follows:

Linda L. Gucker, 1846 Marbeth Street, Sarasota, Florida 34231, Director

Lois J. Treat, 3329 Bonita Drive, Venice, Florida 34292, Director/President

ARTICLE X

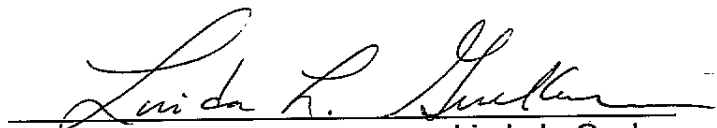
Amendments

These articles of incorporation may be amended in the manner provided by law, except that, where a shareholder meeting would otherwise be required by law for the purpose of amending these articles, such a meeting shall not be required to be held if all shareholders and all directors consent in writing to the adoption of the amendment without a shareholder meeting.

Incorporator

The name and address of the incorporator executing and filing these articles is Linda L. Gucker, 1846 Marbeth Street, Sarasota, Florida 34231.

IN WITNESS WHEREOF, I have executed these articles of incorporation this 11th day of May, 2001.


Linda L. Gucker

STATE OF FLORIDA
COUNTY OF SARASOTA

The foregoing instrument was acknowledged before me this 11th day
of May 2001 by Linda L. Gucker, who is personally known to me.



Sign

Jane A. Guth
NOTARY PUBLIC

FILED
01 MAY 14 AM 8:19
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ACCEPTANCE OF DESIGNATION AS RESIDENT AGENT

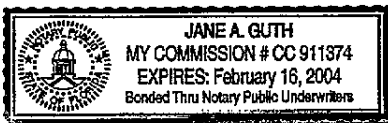
Having been named as registered agent and to accept service of
process for the above-named corporation at the place designated in this certificate,
I hereby accept the appointment as registered agent and agree to act in this
capacity. I further agree to comply with the provisions of all statutes relating to the
proper and complete performance of my duties, and I am familiar with and accept
the obligations of my position as registered agent.

Dated: 5/11/01

M. Marie Wilson
M. Marie Wilson

STATE OF FLORIDA
COUNTY OF SARASOTA

The foregoing instrument was acknowledged before me this 11th day
of May 2001 by M. Marie Wilson, who is personally known to me.



Sign

Jane A. Guth
NOTARY PUBLIC